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May 13, 2020

Via ECF

Honorable Andrew L. Carter, Jr.
United States District Court
Southern District of New York
40 Foley Square, Room 435
New York, New York 10007

Re: *In re Sundial Growers Inc. Securities Litigation*, Master File No. 1:19-cv-08913-ALC

Dear Judge Carter:

We represent defendant Sundial Growers Inc. and the individual defendants in the above-referenced action. We are attaching a courtesy copy of a letter that we are contemporaneously filing in a newly-filed potentially related action, captioned *SUN, A Series of E Squared Investment Fund, LLC et al. v. Sundial Growers Inc. et al.*, Case No. 1:20-cv-03579 (the “*E-Squared Action*”) that has been assigned to Judge Valerie E. Caproni to apprise Judge Caproni of the above-referenced action pending before Your Honor.

Respectfully submitted,

/s/ Adam S. Hakki

Adam S. Hakki

Enclosure

cc: Counsel of Record (via ECF)

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May 13, 2020

Via ECF

Honorable Valerie E. Caproni
United States District Court
Southern District of New York
40 Foley Square, Room 240
New York, New York 10007

Re: *SUN, A Series of E Squared Investment Fund, LLC et al. v. Sundial Growers Inc. et al.*,
Case No. 1:20-cv-03579

Dear Judge Caproni:

We represent Sundial Growers Inc. (“Sundial”) and the individuals that have been named as defendants in the above-referenced action (the “*E-Squared Action*”), which has been assigned to Your Honor.¹ We write in accordance with Local Rule 1.6, out of an abundance of caution, to apprise the Court of a potentially related action pending in this District before Judge Andrew L. Carter Jr., captioned *In re Sundial Growers Inc. Securities Litigation*, Master File No. 1:19-cv-08913-ALC (the “*IPO Putative Class Action*”).

The *IPO Putative Class Action* purports to assert claims under the Securities Act of 1933 (the “Securities Act”) on behalf of a putative class of purchasers of shares in and/or traceable to Sundial’s August 2019 initial public offering of common stock (the “IPO”). The complaint in the *E-Squared Action* purports to assert claims for alleged securities law violations, breach of contract, breach of fiduciary duty, fraud in the inducement, and negligent misrepresentation related to an alleged investment by named plaintiffs in convertible notes (rather than common stock) of Sundial in May 2019. The complaint in the *E-Squared Action* also currently purports to include a claim for alleged violation of the Securities Act in connection with the IPO on behalf of one of the named plaintiffs.

The civil cover sheet filed by plaintiffs in the *E-Squared Action* did not designate this action as related to the *IPO Putative Class Action*. By filing this notification, defendants are not

¹ Defendants reserve all rights and defenses, including without limitation as to personal jurisdiction, and do not waive any rights by making this filing.

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proposing transfer of the action but are rather simply bringing the *IPO Putative Class Action* to the Court's attention in accordance with Local Rule 1.6.

Respectfully submitted,

/s/ Adam S. Hakki

Adam S. Hakki

cc: Honorable Andrew L. Carter Jr.
Counsel of Record (via ECF)